

**BOARD FOR ARCHITECTS, PROFESSIONAL ENGINEERS, LAND SURVEYORS,
CERTIFIED INTERIOR DESIGNERS AND LANDSCAPE ARCHITECTS**

Professional Corporation Information Sheet

All applicants must be incorporated in the Commonwealth of Virginia, or if a foreign professional corporation, shall have obtained a certificate of authority to conduct business in Virginia from the State Corporation Commission in accordance with § 13.1-544.2 of the *Code of Virginia*. The Virginia SCC may be contacted at:

Virginia State Corporation Commission
PO Box 1197
Richmond, VA 23218
Phone: (804) 371-9967
TDD: (804) 371-9206

Under no circumstances is a corporation authorized to render professional services in Virginia until it has obtained a certificate of incorporation or authority from the Virginia State Corporation Commission and a certificate of authority from the Board for Architects, Professional Engineers, Land Surveyors, Certified Interior Designers and Landscape Architects. The certificate of authority issued by the Virginia Board permits a corporation to practice only the professions shown on the certificate of authority.

If professional services are offered or rendered in a branch office, a separate *Professional Corporation Branch Office Registration Application* must be completed for each branch office. At least one currently licensed or certified responsible person (as defined by regulation 18 VAC 10-20-10) in each profession offered or practiced in each branch office must be resident at the branch to provide effective supervision and control of the final professional product.

Regulation 18 VAC 10-20-530.C of the *Board for Architects, Professional Engineers, Land Surveyors, Certified Interior Designers and Landscape Architects Regulations* requires the following statements in the professional corporation's articles of incorporation and bylaws:

- ➔ Cumulative voting is prohibited.
- ➔ At least two-thirds of the capital stock must be held by persons duly licensed to render the services of architect, professional engineer, land surveyor, surveyor photogrammetrist, landscape architect, or to individuals legally authorized to use the title of certified interior designer. The remainder of the stock may be issued only to and held by individuals who are employees of the corporation. For purposes of stock ownership, an employee of a corporation is defined as a person regularly employed by the corporation who devotes 60% or more of his gainfully employed time to that of the corporation.
- ➔ Non-licensed or non-certified individuals will not have a voice or standing in any matter affecting the practice of the corporation requiring professional expertise or in any matter considered professional practice, or both.

The corporation may elect to its Board of directors not more than one-third of its members who are employees of the corporation and are not authorized to render professional services. At least two-thirds of the Board of directors shall be licensed to render the services of architect, professional engineer, land surveyor (including surveyor photogrammetrist), landscape architect, or duly certified to use the title of certified interior designer, or any combination thereof. At least one director currently licensed or certified in each profession offered or practiced shall be resident at the business to provide effective supervision and control of the final professional product.

Joint ownership of corporate stock is prohibited. Ownership of stock by non-licensed or non-certified employees shall not entitle those employees to vote in any matter affecting the practice of professions for which the professional corporation is registered.

Foreign professional corporation bylaws must state that the corporation's activities in Virginia shall be limited to rendering the services of architect, professional engineer, land surveyor (including surveyor photogrammetrist), landscape architect and certified interior designer, or any combination thereof. Foreign corporations are not required to comply with the provisions of 18 VAC 10-20-530.C.2 of the Board regulations.

The chairperson or vice-chairman of the Board of directors, the president or any other of its officers authorized to act on behalf of the professional corporation may execute documents in the name of the corporation. Any amendments to the corporation's charter, articles of incorporation, or bylaws; changes in directors or shareholders; and changes in the name, address, place of business in Virginia, or responsible person(s) of the profession(s) practiced or offered at each place of business shall be reported in accordance with Board regulation 18 VAC 10-20-560.



**Board for Architects, Professional Engineers, Land Surveyors,
 Certified Interior Designers and Landscape Architects
 PROFESSIONAL CORPORATION REGISTRATION APPLICATION**

A check or money order payable to the **TREASURER OF VIRGINIA**, or a completed credit card insert available at <http://www.dpor.virginia.gov/dporweb/forms/fin/creditcard.pdf> must be mailed with your application package.

APPLICATION FEES ARE NOT REFUNDABLE.

All applicants are required to read and understand the *Board for Architects, Professional Engineers, Land Surveyors, Certified Interior Designers and Landscape Architects Regulations* available at www.dpor.virginia.gov prior to applying for registration.

Please use black or blue ink when completing this application.

Select the type of action you are requesting on this application.

Type of Action	VA Registration No.	Trans	Fee	X
New application		1020	\$30.00	<input type="checkbox"/>
Change of status	0405		No Fee	<input type="checkbox"/>

Is the firm authorized (in accordance with the laws of the Commonwealth of Virginia) to conduct business in Virginia?

Yes All applicants must be incorporated in the Commonwealth of Virginia, or if a foreign (out-of-state) professional corporation, must have obtained a certificate of authority to conduct business in Virginia from the State Corporation Commission prior to registering with the Board. Each application shall include certified true copies of the certificate of incorporation issued by the state of incorporation, articles of incorporation, bylaws and charter **and** if a foreign professional corporation, the certificate of authority issued by the State Corporation Commission.

No If no, this application cannot be processed.

1. Name of Professional Corporation _____

2. Trade or Fictitious Name _____

If a Trade or Fictitious Name is to be used, a copy of the certificate filed with the State Corporation Commission or locality pursuant to § 59.1-69 of the Code of Virginia must be included with this application.

3. Federal Employer Identification No. -

4. Street Address (PO Box not accepted) _____

City, State, Zip Code _____

5. Mailing Address (PO Box accepted) _____

City, State, Zip Code _____

6. E-mail Address _____

7. Telephone Number _____ Facsimile Number _____

8. Profession(s) to be practiced by the corporation and Virginia-licensed individual(s) in responsible charge.

At least one director currently licensed or certified in each profession offered or practiced must be resident at this business location to provide effective supervision and control of the final professional product.

Select all that apply

Supervising Director

VA License No.

Architects	<input type="checkbox"/>	_____	0401
Professional Engineers	<input type="checkbox"/>	_____	0402
Land Surveyors	<input type="checkbox"/>	_____	0403
Surveyor Photogrammetrists	<input type="checkbox"/>	_____	0408
Landscape Architects	<input type="checkbox"/>	_____	0406
Interior Designers	<input type="checkbox"/>	_____	0412

FOR OFFICE USE ONLY	DATE	FEE	TRANS CODE	ENTITY #	APPLICATION #	FILE# / LICENSE #	ISSUE DATE
			1020		0405		

9. Corporation Officers

Name	Title	License No.	State	Profession

10. Board of Directors

All Directors will be affiliated with this business location unless otherwise noted that they are in responsible charge of another business location for which a *Professional Corporation Branch Office Registration Application* must be submitted.

Name	At this Location?	Employee?	Title	License No.	State	Profession
	Y <input type="checkbox"/> N <input type="checkbox"/>	Y <input type="checkbox"/> N <input type="checkbox"/>				
	Y <input type="checkbox"/> N <input type="checkbox"/>	Y <input type="checkbox"/> N <input type="checkbox"/>				
	Y <input type="checkbox"/> N <input type="checkbox"/>	Y <input type="checkbox"/> N <input type="checkbox"/>				
	Y <input type="checkbox"/> N <input type="checkbox"/>	Y <input type="checkbox"/> N <input type="checkbox"/>				
	Y <input type="checkbox"/> N <input type="checkbox"/>	Y <input type="checkbox"/> N <input type="checkbox"/>				
	Y <input type="checkbox"/> N <input type="checkbox"/>	Y <input type="checkbox"/> N <input type="checkbox"/>				

For non-foreign professional corporations, at least two-thirds of the Board of Directors must be licensed to render the professional services of architects, professional engineers, land surveyors, surveyor photogrammetrists, landscape architects or duly certified to use the title of certified interior designer, or any combination thereof. No more than one-third of the members of the Board of Directors may be employees of the professional corporation that are not authorized to render the professional services.

11. Stockholders (please attach a separate sheet of paper if more space is required)

Name	Employee?	Address	License No.	State	Profession	No. of Shares Owned
	Y <input type="checkbox"/> N <input type="checkbox"/>					
	Y <input type="checkbox"/> N <input type="checkbox"/>					
	Y <input type="checkbox"/> N <input type="checkbox"/>					
	Y <input type="checkbox"/> N <input type="checkbox"/>					
	Y <input type="checkbox"/> N <input type="checkbox"/>					
	Y <input type="checkbox"/> N <input type="checkbox"/>					

For non-foreign professional corporations, at least two-thirds of all capital stock must be held by persons duly licensed to render the services of an architect, professional engineer, land surveyor, surveyor photogrammetrist, landscape architect, or legally authorized to use the title of certified interior designer. Similarly, for those corporations using the title of certified interior designers and providing the services of architects, professional engineers, land surveyors, surveyor photogrammetrists, landscape architects or any combination thereof, at least two-thirds of the capital stock of the corporation shall be held by individuals who are duly licensed. The remainder of the stock may be issued only to and held by individuals who are employees of the corporation as defined in 18 VAC 10-20-510 of the Board regulations.

Members should be listed for non-stock professional corporations.

12. Is your business a **foreign** professional corporation organized under the laws of a jurisdiction other than the Commonwealth of Virginia to perform a professional service (§ 13.1-1105 of the *Code of Virginia*)?

No

Yes If yes, list the name, address and Virginia license or certificate number of any other stockholder or employee (not previously listed) of the professional corporation who will be providing the professional service(s) in Virginia.

Name	VA License No.	Profession

13. Number of shares of stock authorized to be issued _____

14. Number of shares of stock issued and outstanding _____

15. Has the business ever been subject to a disciplinary action imposed by any (including Virginia) local, state or national regulatory body?

No

Yes If yes, please provide a certified copy of the final order, decree or case decision by a court or regulatory agency with lawful authority to issue such order, decree or case decision.

16. Has the business ever been convicted in any jurisdiction of **any felony or misdemeanor**? *Any guilty plea or plea of nolo contendere must be disclosed on this application.*

No

Yes If yes, attach the original criminal history record and any other information you wish to have considered with this application (i.e., information on the status of incarceration, parole or probation; reference letters; documents of rehabilitation; etc.).

Certified copies of court records may be obtained by writing to the Clerk of the Court in the jurisdiction in which convicted. The address is available from your local police department.

Original criminal history records may be obtained by contacting the state police in the jurisdiction in which convicted. Virginia residents must complete a criminal history record request form in the presence of a notary public and mail it to the Department of State Police, Central Criminal Records Exchange, PO Box 27472, Richmond, VA 23261-7472.

17. I, the undersigned, certify that the foregoing statements and answers are true, and I have not suppressed any information that might affect the Board's decision to approve this application for a certificate of authority to practice the professions selected on the first page of this form. I also certify that the firm has complied with Chapter 7 of Title 13.1 and Chapter 4 of Title 54.1 of the *Code of Virginia*, and the *Virginia Board for Architects, Professional Engineers, Land Surveyors, Certified Interior Designers and Landscape Architects Regulations*.

Signature of Authorized Officer or Director

Date

For Official Use Only		
Date	Approved	Disapproved